

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

RTI HOLDING COMPANY, LLC,¹

Debtors.

Chapter 11

Case No. 20-12456 (JTD)

(Jointly Administered)

**CERTIFICATION OF COUNSEL REQUESTING ENTRY OF ORDER
APPROVING STIPULATION REGARDING LEASE TERMINATION
AGREEMENTS WITH STORE MASTER FUNDING XIII, LLC, AND STORE
MASTER FUNDING XIV, LLC RE: LOCATIONS IN HICKORY AND
WILKESBORO, NORTH CAROLINA**

The undersigned hereby certifies that:

1. On October 7, 2020 (the “Petition Date”), the above-captioned debtors and debtors in possession (the “Debtors”) filed voluntary petitions for relief under title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

2. On December 21, 2017, Ruby Tuesday, Inc. (“RTI”), entered into leases

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors’ mailing address is 333 East Broadway Ave., Maryville, TN 37804.

(the “SMFXIII Lease” and “SMFXIV Lease”, as applicable and, collectively, the “STORE Leases”), with affiliates of STORE Capital, Inc., including STORE Master Funding XIII, LLC (“SMFXIII”), and STORE Master Funding XIV, LLC (“SMFXIV” and, collectively, with SMXIII, “STORE”) which originally included 42 Ruby Tuesday restaurant locations. Of such locations, 11 were closed by RTI prior to the Petition Date (the “STORE Closed Locations”).

3. STORE has advised RTI that the sales of two of the STORE Closed Locations are scheduled to close today, October 15, 2020: 1821 U.S. Highway 70 SE, Hickory, North Carolina 28602 (Site No. 3183) (the “Hickory Location”) and 1512 Winkler Mill Extension, Wilkesboro, North Carolina 28697 (Site No. 4851) (the “Wilkesboro Location”).

4. RTI and STORE (collectively, the “Parties”) have subsequently agreed to enter into lease termination agreements with respect to the Hickory Location and Wilkesboro Location and have entered into the *Stipulation Regarding Lease Termination Agreements with STORE Master Funding XIII, LLC, and STORE Master Funding XIV, LLC Re: Locations in Hickory and Wilkesboro, North Carolina* (the “Stipulation”).

5. The Stipulation is attached as Exhibit A to the proposed *Order Approving Stipulation Regarding Lease Termination Agreements with STORE Master Funding XIII, LLC, and STORE Master Funding XIV, LLC Re: Locations in Hickory and Wilkesboro, North Carolina* (the “Proposed Order”), attached hereto as **Exhibit 1**.

6. The Parties consent to entry of the Proposed Order approving the Stipulation. Accordingly, the Debtors respectfully request entry of the Proposed Order at the Court’s convenience.

Dated: October 15, 2020
Wilmington, Delaware

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/s/ James E. O'Neill

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